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VIA OVERNIGHT DELIVERY

September 9, 2005

Chairman Pat Miller
c/o Sharla Dillon, Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

05-00250

**Re: Southern Digital Network, Inc. d/b/a FDN Communications – Notification of
Pro Forma Corporate Change**

Dear Chairman Miller:

Southern Digital Network, Inc. d/b/a FDN Communications (“SDN”), through its undersigned counsel, hereby advises the Tennessee Regulatory Authority (“Authority”) that SDN intends complete, on or before November 13, 2005, a *pro forma* change in SDN’s corporate structure that will result in the creation of a new ultimate holding company above SDN’s current parent company, Florida Digital Networks, Inc. (“FDN”) Importantly, however, this new holding company, FDN Holdings, LLC (“FDN Holdings”), will be owned by the same entities that currently own FDN. Accordingly, the change will be *pro forma* in that it will not result in a change in the entities holding ultimate ownership of SDN. A description of the proposed *pro forma* corporate change is set forth below in Sections III and IV of this filing.

Based on SDN’s understanding of Tennessee law and conversations with Authority staff, SDN does not believe that approval is necessary for this *pro forma* corporate change. This filing, therefore, is for informational purposes to ensure the continuing accuracy of the Authority’s records. Should the authority determined otherwise, however, SDN requests that this letter be treated as an application for expedited approval.¹ For the reasons described in Section V of this filing, SDN requests expedited approval, to the extent necessary, on or before November 7, 2005.

In support of this filing, SDN further states as follows:

PAID T.R.A.

Chk # 1598930

Amount 25.00

Rcvd By JP

Date 9-12-05

¹ SDN has provide a check for \$25 00 in the event that the Authority determines approval is necessary. If approval is not necessary, SDN requests that the Authority return the check to its undersigned counsel

I. Description of Southern Digital Network, Inc. d/b/a FDN Communications

SDN is a Delaware corporation with its principle offices at 2301 Lucien Way, Suite 200, Maitland, Florida 32751. SDN is a wholly owned subsidiary of Florida Digital Network, Inc. d/b/a FDN Communications ("FDN" and, together with SDN, the "Company"). SDN provides interexchange and local exchange services in Tennessee pursuant to the Authority's Order issued in Docket No 04-00095 on July 23, 2004. In addition to the services provided to Tennessee consumers, SDN is authorized to provide facilities-based and/or resold local exchange and interexchange telecommunications services in all other BellSouth states except Florida.² Further information concerning SDN's legal, technical, managerial and financial qualifications to provide service was submitted with its application for certification with the Authority and is, therefore, a matter of public record. SDN therefore respectfully requests that the Authority take official notice of that information and incorporate it herein by reference

II. Designated Contacts

Inquiries or copies of any correspondence, orders, or other materials pertaining to this filing should be directed to:

Jean L Kiddoo
Brett P. Ferenchak
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Washington, D.C. 20007
Tel: (202) 424-7500
Fax (202) 424-7645
Email: JLKiddoo@swidlaw.com
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with copies to:

Matthew J. Feil
General Counsel
FDN Communications
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Maitland, FL 32751
Tel: (407) 835-0460
Fax: (407) 835-0309
Email: mfeil@mail.fdn.com

² SDN's parent, FDN, provides local exchange and interexchange telecommunications services in Florida

III. Description of *Pro Forma* Corporate Change

By this filing, SDN seeks Authority approval of a *pro forma* corporate change that will result in a new corporate structure for SDN. Specifically, a new holding company, FDN Holdings, LLC ("FDN Holdings"), will be inserted between FDN, SDN's current parent company, and FDN's owners. FDN Holdings is a Delaware corporation created specifically to serve as a holding company for FDN. FDN will continue to hold 100% of the stock of SDN. In addition, the current owners of FDN will hold the same interest in FDN Holdings as they currently hold in FDN. Thus, at the conclusion of the transaction, SDN will continue to be ultimately owned by the same entities. An illustrative organizational chart of the *pro forma* corporate change is provided as Exhibit A. The *pro forma* corporate change will not result in a change in SDN's management or in its day-to-day operations in Tennessee, nor will it adversely affect SDN's current or proposed operations in Tennessee. Accordingly, SDN respectfully requests that the Authority approve the *pro forma* corporate change described herein.

IV. Public Interest Considerations

The proposed *pro forma* corporate change will serve the public interest by enabling FDN Communications to enhance the Company's operational flexibility in regard to financing arrangements and equity issuances. In addition, this *pro forma* corporate change will be transparent to Tennessee consumers, who will benefit from the continued availability of SDN's high quality, competitively priced telecommunications services.

V. Request for Expedited Treatment

FDN recently consummated a financing transaction for which SDN pledged its assets and acted as a guarantor. The Credit Agreement for that transaction specifically required that any "reorganization," such as the instant *pro forma* corporate change, be completed within 90 days of the signing of the Credit Agreement. As the Credit Agreement was signed on August 15, 2005, the *pro forma* corporate change must be completed by Sunday, November 13, 2005. In order to allow the parties to finalize the transactional documents for the *pro forma* corporate change prior to that date, SDN respectfully requests that, to the extent necessary, the Authority grant approval on or before November 7, 2005.

VI. Conclusion

An original and thirteen (13) copies of this filing are enclosed. Please date stamp the enclosed extra copy of this filing and return it in the self-addressed, postage paid envelope provided. Should you have any question concerning this request, please do not hesitate to contact us.

Respectfully submitted,

By. Brett P Ferenchak

Jean L. Kiddoo

Brett P. Ferenchak

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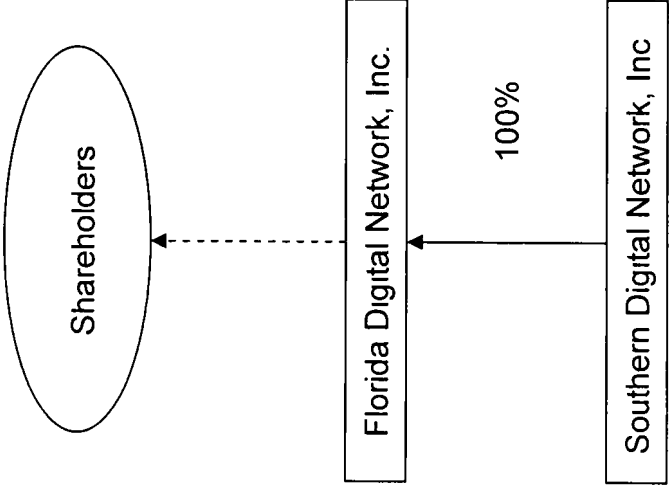
Counsel for Southern Digital Network, Inc.
d/b/a FDN Communications

EXHIBIT A

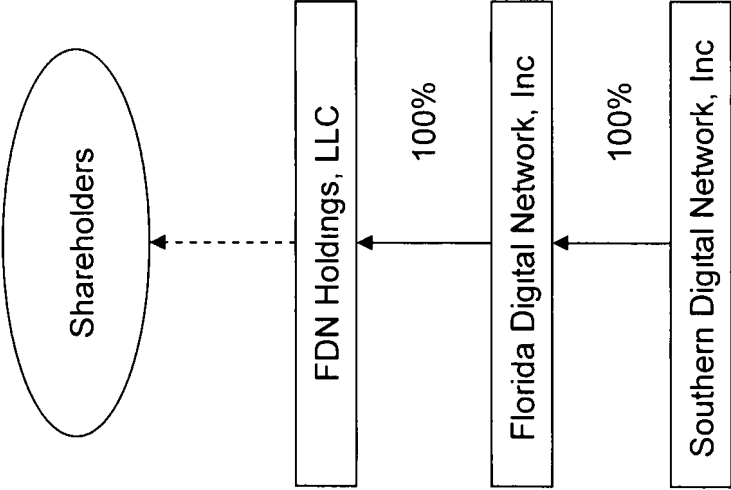
Illustrative Chart

ORGANIZATIONAL CHART OF FDN COMMUNICATIONS

Pre-Pro Forma Corporate Change



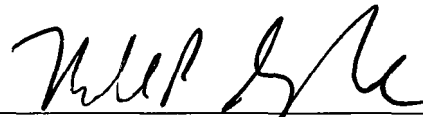
Post-Pro Forma Corporate Change



VERIFICATION

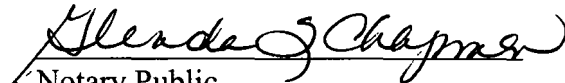
STATE OF FLORIDA)
)
COUNTY OF ORANGE) ss:

I, Michael P. Gallagher, being first duly sworn, state that I am Chief Executive Officer of Southern Digital Network, Inc. d/b/a FDN Communications, the party in the foregoing filing; that I am authorized to make this Verification on behalf of Southern Digital Network, Inc. d/b/a FDN Communications; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Michael P. Gallagher
Chief Executive Officer
Southern Digital Network, Inc. d/b/a FDN
Communications

Sworn and subscribed before me this 8th day of September, 2005.



Notary Public

My commission expires

11-9-07



Glenda S. Chapman
My Commission DD265574
Expires November 09, 2007